

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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|   |   |   |
|---|---|---|
| <b>In re:</b>                               | ) | <b>Chapter 11</b>                                       |
|   | ) |   |
| <b>W.R. GRACE &amp; CO., <u>et al.</u>,</b> | ) | <b>Case No. 01-1139 (JKF)</b>                           |
|   | ) |   |
| <b>Debtors.</b>                             | ) | <b>Objection Deadline: May 17, 2010 at 4:00 p.m.</b>    |
|   | ) | <b>Hearing: Schedule if Necessary (Negative Notice)</b> |

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**NOTICE OF FILING OF  
FIFTIETH MONTHLY INTERIM APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP,  
BANKRUPTCY COUNSEL TO DAVID T. AUSTERN,  
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Unsecured Creditors; (5) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (6) Counsel to the Official Committee of Asbestos Property Damage Claimants; (7) Counsel to the Official Committee of Equity Holders; (8) Counsel to the Debtors-in-Possession Lender; and (9) the Fee Auditor

Orrick, Herrington & Sutcliffe LLP, bankruptcy counsel to David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR"), has filed and served its Fiftieth Monthly Application of Orrick, Herrington & Sutcliffe LLP for Compensation for Services Rendered and Reimbursement of Expenses as bankruptcy counsel to the FCR for the time period March 1, 2010 through March 31, 2010, seeking payment of fees in the amount of \$278,582.80 (80% of \$348,228.50) and expenses in the amount of \$10,022.78, for a total amount of \$288,605.58 (the "Application").

This Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Official Committee Members signed May 15, 2010, amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **May 17, 2010 at 4:00 P.M., Eastern Time.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire and Richard H. Wyron, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Debtors, Theodore L. Freedman, Esquire, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022 and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market

Street, Suite 1200, Wilmington, DE 19801-1246; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36<sup>th</sup> Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15<sup>th</sup> Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: David M. Klauder, Esquire, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

Dated: April 27, 2010

By:/S/ DEBRA L. FELDER

Roger Frankel, admitted *pro hac vice*  
Richard H. Wyron, admitted *pro hac vice*  
Debra L. Felder, admitted *pro hac vice*  
Columbia Center  
1152 15th Street, NW  
Washington, DC 20005  
(202) 339-8400

—and—

PHILLIPS, GOLDMAN & SPENCE, P.A.  
John C. Phillips, Jr. (#110)  
1200 North Broom Street  
Wilmington, DE 19806  
(302) 655-4200

*Co-Counsel to David T. Austern,  
Asbestos PI Future Claimants' Representative*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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| In re:                            | ) | Chapter 11                                       |
|                                   | ) |  |
| W.R. GRACE & CO., <u>et al.</u> , | ) | Case No. 01-1139 (JKF)                           |
|                                   | ) |  |
| Debtors.                          | ) | Objection Deadline: May 17, 2010 at 4:00 p.m.    |
|                                   | ) | Hearing: Schedule if Necessary (Negative Notice) |

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**COVER SHEET TO FIFTIETH MONTHLY INTERIM APPLICATION OF  
ORRICK, HERRINGTON & SUTCLIFFE LLP, BANKRUPTCY COUNSEL  
TO DAVID T. AUSTERN, ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE TIME PERIOD MARCH 1, 2010 THROUGH MARCH 31, 2010**

|   |  |
|---|--|
| Name of Applicant:  | Orrick, Herrington & Sutcliffe LLP ("Orrick")                              |
| Authorized to Provide Professional Services to:                             | David T. Austern, Asbestos PI Future Claimants' Representative (the "FCR") |
| Date of Retention:  | As of February 6, 2006 pursuant to Order entered by Court on May 8, 2006   |
| Period for which compensation is sought:                                    | March 1, 2010 through March 31, 2010                                       |
| Amount of Compensation (100%) sought as actual, reasonable, and necessary:  | \$348,228.50   |
| 80% of fees to be paid:   | \$278,582.80   |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$ 10,022.78   |
| Total Fees @ 80% and 100% Expenses:   | \$288,605.58   |

This is an:  interim  monthly  final application.

The total time expended for fee application preparation during this time period is 13.90 hours and the corresponding fees are \$5,797.50 and \$45.92 in expenses for Orrick's fee applications and 5.10 hours and \$1,351.50 in fees and \$1,160.80 in expenses for the FCR and/or his other professionals' fee applications. Any additional time spent on these matters will be requested in subsequent monthly interim applications.

This is Orrick's fiftieth interim fee application for the period March 1-31, 2010. Orrick has previously filed with the Court the following interim fee applications since January 1, 2009:

| <u>Interim Period</u>                         | <u>Fees @ 100%</u> | <u>Fees @ 80%</u> | <u>Expenses @ 100%</u> | <u>Total Fees @ 80% &amp; 100% Expenses</u> |
|---|--------------------|-------------------|------------------------|---|
| Thirty-Sixth Interim Period Jan 1-31, 2009    | \$613,084.25       | \$490,467.40      | \$22,069.20            | \$512,536.60                                |
| Thirty-Seventh Interim Period Feb 1-28, 2009  | \$481,699.25       | \$385,359.40      | \$14,499.00            | \$399,858.40                                |
| Thirty-Eighth Interim Period March 1-31, 2009 | \$399,976.00       | \$319,980.80      | \$19,582.93            | \$339,563.73                                |
| Thirty-Ninth Interim Period April 1-30, 2009  | \$442,139.50       | \$353,711.60      | \$20,516.09            | \$374,227.69                                |
| Fortieth Interim Period May 1-31, 2009        | \$404,767.75       | \$323,814.20      | \$16,467.33            | \$340,281.53                                |
| Forty-First Interim Period June 1-30, 2009    | \$453,671.50       | \$362,937.20      | \$7,874.08             | \$370,811.28                                |
| Forty-Second Interim Period July 1-31, 2009   | \$566,821.25       | \$453,457.00      | \$13,738.03            | \$467,195.03                                |
| Forty-Third Interim Period August 1-31, 2009  | \$556,548.00       | \$445,238.40      | \$17,839.77            | \$463,078.17                                |
| Forty-Fourth Interim Period Sept 1-30, 2009   | \$550,960.75       | \$440,768.60      | \$25,948.96            | \$466,717.56                                |
| Forty-Fifth Interim Period Oct 1-31, 2009     | \$414,353.25       | \$331,482.60      | \$19,193.37            | \$350,675.97                                |
| Forty-Sixth Interim Period Nov 1-30, 2009     | \$345,971.50       | \$276,633.20      | \$8,473.46             | \$285,106.66                                |
| Forty-Seventh Interim Period Dec 1-31, 2009   | \$330,915.00       | \$264,732.00      | \$17,874.26            | \$282,606.26                                |
| Forty-Eighth Interim Period Jan 1-31, 2010    | \$356,994.00       | \$285,595.20      | \$16,727.02            | \$302,322.22                                |
| Forty-Ninth Interim Period Feb 1-28, 2010     | \$244,555.50       | \$195,644.40      | \$3,385.55             | \$199,029.95                                |

To date, Orrick has received payments\* since January 2009 from the Debtors in the following amounts:

- \$512,536.60 representing 80% of fees and 100% of expenses for January 2009
- \$240,902.19 representing 20% holdback fees for July-September 2008
- \$399,858.40 representing 80% of fees and 100% of expenses for February 2009
- \$339,563.73 representing 80% of fees and 100% of expenses for March 2009
- \$374,227.69 representing 80% of fees and 100% of expenses for April 2009
- \$340,281.53 representing 80% of fees and 100% of expenses for May 2009
- \$221,497.65 representing 20% holdback fees for October-December 2008
- \$370,811.28 representing 80% of fees and 100% of expenses for June 2009
- \$467,195.03 representing 80% of fees and 100% of expenses for July 2009
- \$299,991.53 representing 20% holdback fees for January-March 2009
- \$463,078.17 representing 80% of fees and 100% of expenses for August 2009
- \$466,717.56 representing 80% of fees and 100% of expenses for September 2009
- \$350,813.84 representing 80% of fees and 100% of expenses for October 2009
- \$255,084.88 representing 20% holdback fees for April-June 2009
- \$285,106.66 representing 80% of fees and 100% of expenses for November 2009
- \$282,606.26 representing 80% of fees and 100% of expenses for December 2009
- \$334,512.16 representing 20% holdback fees for July-September 2009

\*Please note that this Application reflects payments received as of April 27, 2010.

**COMPENSATION SUMMARY****MARCH 1-31, 2010**

| <b><u>Name of Professional Person</u></b> | <b><u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u></b> | <b><u>Hourly Billing Rate</u></b> | <b><u>Total Billed Hours</u></b> | <b><u>Total Fees</u></b> |
|---|---|-----------------------------------|----------------------------------|--------------------------|
| Roger Frankel                             | Partner, 27 years in position; 39 years relevant experience; 1971, Restructuring  | \$985                             | 108.60                           | \$106,971.00             |
| Peri N. Mahaley                           | Of Counsel, 18 years in position; 31 years relevant experience; 1979, Litigation  | \$650                             | 112.70                           | \$73,255.00              |
| Richard V. Smith                          | Partner, 17 years in position; 26 years relevant experience; 1983, Corporate  | \$850                             | .30                              | \$255.00                 |
| Richard H. Wyron                          | Partner, 21 years in position; 31 years relevant experience; 1979, Restructuring  | \$850                             | 106.50                           | \$90,525.00              |
| James W. Burke                            | Associate 2 years in position; 2 years relevant experience; 2008, Restructuring   | \$445                             | 28.20                            | \$12,549.00              |
| Debra L. Felder                           | Associate, 8 years in position; 8 years relevant experience; 2002, Restructuring  | \$645                             | 88.50                            | \$57,082.50              |
| Zachary S. Finley                         | Associate, 7 years in position; 7 years relevant experience; 2003, Corporate  | \$645                             | .50                              | \$322.50                 |
| Stephen C. Cruzado                        | Senior Legal Assistant  | \$240                             | 5.00                             | \$1,200.00               |
| Debra O. Fullem                           | Bankruptcy Research Specialist  | \$265                             | 22.90                            | \$6,068.50               |
| <b>Total</b>                              |   |                                   | <b>473.20</b>                    | <b>\$348,228.50</b>      |
| <b>Blended Rate: \$735.90</b>             |   |                                   |                                  |                          |

**COMPENSATION BY PROJECT CATEGORY****MARCH 1-31, 2010**

| <b><u>Project Category</u></b>         | <b><u>Total Hours</u></b> | <b><u>Total Fees</u></b> |
|--|---------------------------|--------------------------|
| Compensation of Professionals – Other  | 5.10                      | \$1,351.50               |
| Compensation of Professionals – Orrick | 13.90                     | \$5,797.50               |
| Insurance                              | 114.60                    | \$74,480.50              |
| Litigation                             | 321.90                    | \$252,003.00             |
| Plan and Disclosure Statement          | 12.30                     | \$11,905.00              |
| Retention of Professionals – Other     | 4.10                      | \$2,346.50               |
| Retention of Professionals – Orrick    | 1.30                      | \$344.50                 |
| <b>TOTAL</b>                           | <b>473.20</b>             | <b>\$348,228.50</b>      |

**EXPENSE SUMMARY****MARCH 1-31, 2010**

| <b><u>Expense Category</u></b> | <b><u>Total</u></b>   |
|--------------------------------|-----------------------|
| CourtCall                      | \$30.00               |
| Duplicating/Printing           | \$867.10              |
| Meals                          | \$149.25 <sup>1</sup> |
| Postage/Express Delivery       | \$932.37              |
| Telephone                      | \$27.74               |
| Westlaw/Lexis                  | \$8,016.32            |
| <b>TOTAL</b>                   | <b>\$10,022.78</b>    |

Orrick's Client Charges and Disbursements Policy effective January 1, 2010, is as follows:

a. ***Duplicating*** -- It is Orrick's practice to charge all clients of the Firm for duplicating at the in-house rate of 20¢ per page; however, Orrick has reduced the duplicating cost to 10¢ per page in order to comply with the Local Rules of this Court. This charge includes the cost of maintaining the duplicating facilities and the actual cost involved with respect to the duplication. Color copies are charged at \$1.25 per page.

b. ***Long Distance Telephone and Facsimile Charges*** -- Orrick charges clients for long distance telephone calls but not for local telephone calls. Necessary mobile phone usage is reimbursed to professionals submitting an appropriate bill. Out-going facsimile transmissions are charged at \$1.75 per page, plus any long-distance calling cost, and there is no charge for incoming facsimiles.

c. ***Messenger and Courier Service*** -- It is Orrick's practice to use Federal Express or similar express mail delivery and third-party messenger services only in exigent circumstances (i.e., when needed to meet a deadline or when a next-day response from the recipient was necessary or beneficial to the case) and only when less costly than other available alternatives.

d. ***Overtime*** -- It is Orrick's practice to allow staff and certain paraprofessionals in its Washington D.C. office working more than 3 hours of overtime to charge a meal to the appropriate client at a meal charge of up to \$7.50. It is Orrick's practice to allow professionals and support staff to charge a car service or cab to the appropriate client when working at least 2 hours of overtime. Orrick endeavored not to incur overtime charges unless necessary to benefit the case and in certain exigent circumstances. Orrick generally utilizes secretarial assistance in connection with monitoring and updating case dockets and downloading, circulating and printing of pleadings filed in the case. Thus, certain charges may be incurred by secretaries for overtime. (Note: These charges are at rates less than that charged by Orrick paralegals or other professional staff who may have otherwise performed this type of work.)

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<sup>1</sup> This amount represents a reduction of \$129.61 based on the Fee Auditor's guidelines on meal charges in effect as of January 1, 2010.

e. ***Computerized Research*** -- It is Orrick's practice to use computer-assisted legal research when it is efficient to do so. The charge to clients for Lexis and Westlaw are based on retail rates that do not include non-client specific volume discounts offered to Orrick. Use of fee based internet research services other than Lexis and Westlaw is charged at Orrick's cost.

Respectfully submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP

By:/S/ DEBRA L. FELDER

Roger Frankel, admitted *pro hac vice*  
Richard H. Wyron, admitted *pro hac vice*  
Debra L. Felder, admitted *pro hac vice*  
Columbia Center  
1152 15th Street, NW  
Washington, DC 20005  
(202) 339-8400

*Counsel to David T. Austern,  
Asbestos PI Future Claimants' Representative*

Dated: April 27, 2010

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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| <b>In re:</b>                        | ) | <b>Chapter 11</b>             |
|                                      | ) |                               |
| <b>W.R. GRACE &amp; CO., et al.,</b> | ) | <b>Case No. 01-1139 (JKF)</b> |
|                                      | ) |                               |
| <b>Debtors.</b>                      | ) |                               |
|                                      | ) |                               |

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**VERIFICATION**

**DISTRICT OF COLUMBIA, TO WIT:**

Richard H. Wyron, after being duly sworn according to law, deposes and says:

1. I am a partner in the applicant law firm Orrick, Herrington & Sutcliffe LLP (“Orrick”) and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed certain of the legal services rendered by Orrick as counsel to David T. Austern as Asbestos PI Future Claimants’ Representative (“FCR”) and am familiar with the work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Orrick as set forth in the invoices attached as Exhibit A to Orrick’s monthly interim application (the “Application”).

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order, as amended, dated April 17, 2002, and I believe the Application to be in compliance therewith.

*/S/ RICHARD H. WYRON*  
RICHARD H. WYRON

SWORN AND SUBSCRIBED TO BEFORE ME  
THIS 27TH DAY OF APRIL, 2010

*/S/ ROXANNE JOHNSON*  
Notary Public

My commission expires: \_\_\_\_\_

**CERTIFICATE OF SERVICE**

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on April 27, 2010, I caused the *Notice, Cover Sheet to Fifiteth Monthly Interim Application of Orrick, Herrington & Sutcliffe LLP, Bankruptcy Counsel to David T. Austern, Asbestos PI Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the Time Period March 1, 2010 through March 31, 2010*, to be served upon those persons as shown below in the manner set forth therein.

*Federal Express*

Laura Davis Jones, Esquire  
David W. Carickhoff, Jr., Esquire  
Pachulski Stang Ziehl & Jones LLP  
919 North Market Street, 16th Floor  
Wilmington, DE 19899-8705

*Regular Mail*

Vito I. DiMaio  
Parcels, Inc.  
10th & King Streets, P.O. Box 27  
Wilmington, DE 19899

*Federal Express*

David M. Klauder, Esquire  
Office of the United States Trustee  
844 King Street, Suite 2207, Lockbox 35  
Wilmington, DE 19801

*Federal Express and Email:* [feeaudit@whsmithlaw.com](mailto:feeaudit@whsmithlaw.com) and [bruhlander@whsmithlaw.com](mailto:bruhlander@whsmithlaw.com)

Bobbi Ruhlander  
Warren H. Smith & Associates  
325 N. St. Paul, Suite 1250  
Dallas, TX 75201

*Federal Express and E-mail:* [richard.finke@grace.com](mailto:richard.finke@grace.com)

David B. Siegel  
W.R. Grace and Co.  
7500 Grace Drive  
Columbia, MD 21044

*E-mail:* [nglassman@bayardfirm.com](mailto:nglassman@bayardfirm.com)  
(Local Counsel to DIP Lender)  
Neil B. Glassman, Esquire  
The Bayard Firm

*E-mail:* [meskin@del.camlev.com](mailto:meskin@del.camlev.com)  
(Local Counsel to Asbestos Claimants)  
Marla Eskin, Esquire  
Campbell & Levine, LLC

*E-mail: ttacconelli@ferryjoseph.com*  
(Local Counsel for Property Damage Claimants)  
Theodore Tacconelli, Esquire  
Ferry & Joseph, P.A.

*E-mail: mlastowski@duanemorris.com*  
(Local Counsel to Official Committee of Unsecured Creditors)  
Michael R. Lastowski, Esquire  
Duane, Morris & Heckscher LLP

*E-mail: tcurrier@saul.com*  
(Local Counsel for Official Committee of Equity Holders)  
Teresa K.D. Currier, Esquire  
Saul Ewing LLP

*E-mail: dboll@chicago.kirkland.com*  
(Counsel to Debtor)  
James H.M. Sprayregen, P.C.  
Deanna Boll, Esquire  
Kirkland & Ellis

*E-mail: pvnl@capdale.com*  
(Official Committee of Personal Injury Claimants)  
Elihu Inselbuch, Esquire  
Peter Van N. Lockwood, Esquire  
Caplin & Drysdale, Chartered

*E-mail: lkruger@stroock.com*  
(Official Committee of Unsecured Creditors)  
Lewis Kruger, Esquire  
Stroock & Stroock & Lavan LLP

*E-mail: jsakalo@bilzin.com*  
(Official Committee of Property Damage Claimants)  
Scott L. Baena, Esquire  
Jay Sakalo, Esquire  
Bilzin Sumberg Baena Price & Axelrod LLP

*E-mail: david.heller@lw.com and carol.hennessey@lw.com*  
(Counsel to DIP Lender)  
J. Douglas Bacon, Esquire  
Latham & Watkins

*E-mail: pbentley@kramerlevin.com*  
(Counsel to Official Committee of Equity Holders)  
Philip Bentley, Esquire  
Kramer Levin Naftalis & Frankel LLP

/S/ DEBRA O. FULLEM  
Debra O. Fullem  
Orrick, Herrington & Sutcliffe LLP

**EXHIBIT A**

**ORRICK, HERRINGTON & SUTCLIFFE LLP**

**INVOICES FOR THE TIME PERIOD**

**MARCH 1-31, 2010**